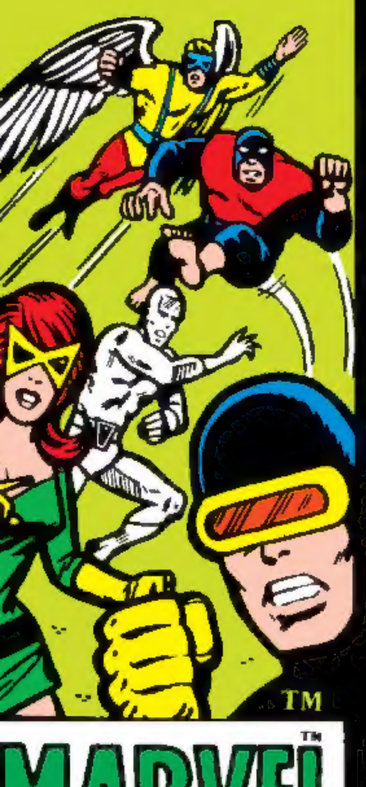

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The X-MEN™ FEATURING:

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THE DEATH OF PROFESSOR X

NOT A HOAX! NOT A DREAM! NOT AN IMAGINARY TALE! THIS IS FOR REAL!

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X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!™

THE STORY WE NEVER EXPECTED TO PRINT!

"IF I SHOULD DIE...!"

IN THE SOMBRE PRIVACY OF X-MEN HQ, A STRIDENTLY ANGRY ANGEL... FLANKED BY THE ICEMAN... RAILS AGAINST AN UNSEEN THIRD PARTY! (UNSEEN BY US, THAT IS!)...

TWO OF THE X-MEN MAY BE BATTLING FOR THEIR VERY LIVES RIGHT NOW... AGAINST THE SUB-HUMAN CALLED GROTESK... AND YOU SAY YOU CAN'T COME WITH US?

IT'S AS IF YOU AND THE PROFESSOR NO LONGER CARE WHAT HAPPENS TO THEM... OR TO ALL HUMANITY!

EASY, WARREN! MAYBE..THERE'S SOME OTHER EXPLANATION..!

YEAH? WELL, THEN, LET'S HEAR IT! BUT, IT'D BETTER BE A LULU!

STAN LEE PROUDLY AND WITH PRAISEWORTHY PERSPICACITY PRESENTS YET ANOTHER ROY THOMAS-DON HECK MARVEL MASTERWORK!

INKED BY: GEORGE TUSKA

LETTERED BY: SAM ROSEN

AND NOW, FOR YOU FORGETFUL ONES OUT THERE, WHAT SAY WE ALL TURN THE PAGE... AND LEARN THE SURPRISING OBJECT OF THE WINGED MUTANT'S ENRAGED OUTBURST...

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...NONE OTHER THAN THE LOVELY *MARVEL GIRL!*

I'VE...NOTHING FURTHER TO *SAY*, ANGEL!

I CAN'T *LEAVE* WITH YOU AND BOBBY... AND THAT'S *THAT!*

YOU DON'T KNOW WHAT YOU'RE *SAYING*, LADY!

WHAT'S MORE, I DON'T BUY YOUR STORY ABOUT THE PROFESSOR BEING *GONE!* I WANT TO *SEE* HIM...*NOW!*

DON'T PUSH ME *TOO FAR*, WARREN, OR...

NEVER MIND, JEAN! I'M *BACK!*

PROFESSOR XAVIER!

YOU SAID YOU'RE *BACK!* THEN...YOU REALLY *WERE* GONE?

IN A MANNER OF *SPEAKING*, BOBBY!

LET'S JUST SAY THAT MY *SOLITUDE* ACCOMPLISHED ITS *PURPOSE!*

STILL, THERE'S NO TIME TO GO INTO THAT *NOW!*

I'VE MERELY COME TO TELL YOU NOT TO *WORRY*...THAT CYCLOPS AND THE BEAST CAN TAKE CARE OF *THEM-SELVES!*

BUT, SIR...IF YOU HAD SEEN *GROTESK*...SEEN HOW *STRONG* HE IS...!

OR, IF YOU'D HAD A LOOK AT THAT UNDERGROUND *CIVILIZATION* HE COMES FROM...!

BOBBY! WARREN! YOU'RE *FORGETTING* YOURSELVES! THIS IS *PROFESSOR XAVIER* YOU'RE TALKING TO!

IS IT? I'M NOT EVEN SURE OF *THAT* ANYMORE!

ALL I KNOW IS, I'M GOING BACK THERE TO *HELP* SCOTTY AND HANK...IF I HAVE TO GO *ALONE!*

NO, WARREN! YOU WILL STAY *HERE*...AND THAT'S AN *ORDER!*

YES... PROFESSOR!

YOU...YOU CAN'T *MEAN* THAT, SIR! YOU *CAN'T..!*

BUT I *DO!* REMAIN IN THIS ROOM...UNTIL I CALL YOU! *JEAN...* DON'T LET THEM *LEAVE!*

THEN, AS THE LACONIC LEADER RETURNS TO HIS STUDY, LEAVING *MARVEL GIRL* AS SENTRY OUTSIDE THE DOOR...

WE'VE...GOT TO HAVE *FAITH* IN THE PROFESSOR, WARRY! HE'S NEVER LET US DOWN *BEFORE!*

MAYBE NOT...BUT HE'S *CHANGED*, SOMEHOW! HE'S *HIDING* SOME-THING FROM US!

AND, WHAT ABOUT *JEAN?* I THOUGHT SHE *LOVED* SCOTT!

YET, HE MAY BE FACING *GROTESK* RIGHT NOW...AND SHE ISN'T LIFTING A *FINGER!*

2.

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WE'RE NOT SURE ABOUT THE SOMBRE CYCLOPS FOR THE MOMENT... BUT, IN CASE YOU'RE CURIOUS AS TO HOW HANK P. McCOY IS OCCUPYING HIS TIME JUST NOW...

ONCE AGAIN YOU HAVE DARED TO CHALLENGE GROTESK ...THE SUB-HUMAN!

DID YOU TRULY BELIEVE YOU WERE A MATCH FOR ME?

THAK!

MMMFF!

HE'S EVEN MORE DANGEROUSLY POWERFUL THAN WE HAD PROGNOSTICATED!

PERHAPS WE SHOULDN'T HAVE DISPENSED SO RECKLESSLY WITH THE SERVICES OF ICEMAN AND THE ANGEL!

AWAY, SLIGHT ONE! YOU SHALL PERISH SOON ENOUGH...

...WHEN GROTESK DESTROYS THIS ENTIRE PLANET!

THE ENTIRE PLANET? BEFORE YOU BECOME INTOXICATED WITH VISIONS OF YOUR OWN POWER, MY BEATLE-TRESSED BUDDY...

...YOU'VE GOT THE RAPIDLY-REBOUNDING BEAST TO DEAL WITH!

WOK!

AND, I FEEL COMPELLED TO ADMONISH YOU... I'M NOT EXACTLY A 98-POUND WEAKLING MYSELF!

ON SECOND THOUGHT... COMPARED TO HIM, MAYBE I AM!

I'VE HIT HIM TWICE WITH FULL FORCE ...AND HE'S HARDLY SUING FOR PEACE!

BLAM!

THE NEXT SECOND, THE APE-LIKE X-MAN PROVES TO HAVE BEEN A DEPRESSINGLY ACCURATE PROPHET, AS...

FALL, PUNY HUMAN!

THOOOM!

AND NOW, WHAT OF YOUR COMPANION? HAS HE PERHAPS WISELY FLED...IN STARK FEAR?

I DON'T KNOW HOW *WISE* I AM, GROTESK---

BUT, I THINK *THIS* WILL SHOW YOU JUST HOW *SCARED* OF YOU I AM!

YOU! THEN, I SHALL *TEACH* YOU THE MEANING OF FEAR, MASKED ONE---

BRAK

---WITH THIS MASSIVE *APPARATUS!*

=*UNNH!*= HE HURLED THAT HEAVY PIECE OF *MACHINERY* AT ME---LIKE IT WAS A *TOY!*

HAD TO DO SOME-THING I NEVER *TRIED* BEFORE...

BY USING MY *EYE-BEAMS* LIKE *ROCKETS*... HURLING ME OUT OF THE *WAY!*

ZAP!

AND NOW, LET'S SEE HOW *YOU* FARE AGAINST A FULL DOSE OF *OPTIC BLAST*, MY SUB-HUMAN FRIEND!

ZZZZZZ

BAH! YOUR AIM IS WIDE OF THE *MARK*, HUMAN! YOUR PUNY RAYS DO NOT EVEN *STRIKE* ME!

OH, YOU MEAN I FORGOT TO *TELL* YOU? I WASN'T *AIMING* FOR YOU, UGLY!

I WAS BEAMING TOWARDS THOSE *MACHINES* BEHIND YOU---AND IT LOOKS LIKE I *HIT* THEM!

THOOM

=*AAARRHH!*=

BUT, SCANT SECONDS LATER--- EVEN AS SWIRLS OF ACRID *SMOKE* STILL ENSHROUD THE UNDER-GROUND RUINS---

---A GRUESOME, GARGANTUAN *FORM* RISES FROM AMIDST SHATTERED DEBRIS---

FOR THAT, YOU *DIE*... EVEN MORE SWIFTLY THAN YOUR *FELLOW HUMANS!*

THAT MINIATURE EXPLOSION BARELY *FAZED* HIM! I'VE *GOT* TO USE FULL POWER ON HIM---AND, HOPE IT *STOPS* HIM!

ARE *YOU* READY FOR ACTION AGAIN, MR. McCOY?

AS FIT AS A RELATIVE *FIDDLE*, MR. SUMMERS!

BUT THEN, UNEXPECTEDLY, THE SINISTER SUB-HUMAN *PAUSES*...

ANOTHER *EARTH TREMOR*---LIKE THOSE WHICH I FELT *BEFORE*...!*

AND...A SUDDEN *VISION* FILLS MY ACHING BRAIN---

RUMMMBLE

*LAST ISH... WHERE *ELSE*? ...SUCCINCT STAN.

"I BEHOLD AN ACCURSED *HUMAN*...OPERATING AGAIN THE DEVICE WHICH *CAUSES* SUCH TREMORS..!"

THEN...I HAVE NO TIME TO *WASTE* ON THE TWO FOOLS WHO HERE OPPOSE ME!

THIS WILL HIDE MY *DEPARTURE!*

FOOMFF!

HOLY HANNAH! HE TORE ONE OF THE *STUDS* FROM HIS CHESTPLATE...AND IT SET UP A *SMOKE SCREEN!*

AN EXCRUCIATINGLY EXACT *ANALYSIS* OF THE SITUATION, DEPUTY LEADER!

BUT, AS LONG AS THE BOUNDING, BLUDGEONING *BEAST* IS HERE...

..HE CAN SCARCELY HOPE TO *ESCAPE!*

=UNNHHH!=

AND THEN AGAIN, MAYBE HE *CAN!*

THUD!

PROCEED WITH *CAUTION*, CYCLOPS! THAT'S FAR FROM AN ORDINARY *FOG* WE'RE DEALING WITH!

YOU CAN SAY *THAT* AGAIN, HANK!

IT MAY *LOOK* LIKE A MERE MIST..BUT ITS *EXTERIOR* IS AS HARD AS *SOLID STONE!*

STILL, WHY DID GROTESK USE IT TO *FLEE*.. WHEN HE STOOD A GOOD CHANCE OF *BEATING* US?

BUT, AS HIS STRANGELY SUPPLE FORM HURRIES THRU LABYRINTHINE TUNNELS BENEATH NEW YORK CITY, THE MIND OF *GROTESK* IS ON FAR *DIFFERENT* MATTERS---

IF MY VISION WAS *TRUE*, THEN MY HOUR OF ULTIMATE *TRIUMPH* IS AT HAND!

AT LAST, I SHALL HAVE *REVENGE*...REVENGE FOR THE UNDERGROUND *ATOMIC BLASTS* WHICH SHOOK MY CIVILIZATION IN *DAYS PAST*...

...REVENGE FOR THE DREAD *RADIATION SICKNESS* THAT KILLED MY PEOPLE...AND CHANGED ME INTO ONE WHO CAN ONLY BE CALLED...*GROTESK!*

HOWEVER, WE MUST TEMPORARILY *LEAVE* OUR VITUPERATIVE VILLAIN ...AND SWITCH TO *X-MEN HQ*, SOME TIME LATER...

...AFTER, THAT IS, GROTESK'S HUMAN *CAPTIVE* HAS BEEN RETURNED TO HIS JOB AS *STUDENT CUSTODIAN* AT ARCHER COLLEGE..*

*THAT'S JUST AN ASIDE FOR YOU NIT-PICKERS WHO THOUGHT WE'D FORGOTTEN ALL *ABOUT* HIM SINCE LAST ISSUE! *NYAAH!* ... *GUESS WHO.*

...AND NOW, IF YOU'RE NOT ABOVE A BIT OF *EAVES-DROPPING*...

MARVEL GIRL DID *WHAT??*

YOU *HEARD* ME, LEADER-MAN!

SHE WOULDN'T COME *BACK* TO THE SUBWAY WITH US... AND THE *PROF* BACKED HER UP!

AT LEAST YOU TWO WEREN'T *HURT!*

JUST OUR *PRIDE*, MY FEATHERED FRIEND!

THERE MUST HAVE BEEN SOME... *REASON!*

WAIT! HERE COMES JEAN *NOW!*

SCOTT... AND *HANK!* THANK HEAVENS YOU'RE *ALL RIGHT!* I WAS SO *WORRIED* ABOUT YOU..!

WE'LL HAVE TO TAKE YOUR *WORD* ON THAT... FOR THE *PRESENT!*

ANYWAY, I'VE GOT TO SPEAK TO *PROFESSOR XAVIER*... RIGHT *NOW!*

I..I'M SORRY, SCOTT... BUT YOU *CAN'T...!*

CAN'T? WHEN THE SAFETY OF THE ENTIRE *EARTH* IS AT STAKE, NOBODY SAYS *CAN'T* TO... *CYCLOPS!*

NOT *YOU*... NOT EVEN THE *PROFESSOR!*

NOW, STAND *ASIDE!* I'M GOING *IN!*

BUT, ONE SHOULD NEVER UNDERESTIMATE THE POWER OF A *WOMAN*.. ESPECIALLY WHEN SHE HAS *TELEKINETIC* ABILITIES...

JEAN! WHAT IN THE NAME OF *SANITY..?*

SOOM!

PROFESSOR X TOLD ME TO KEEP YOU ALL *HERE* WHEN YOU ARRIVED... AND THAT'S JUST WHAT I INTEND TO *DO!*

KEEP US *HERE?* THEN... YOU MEAN HE'S *GONE?*

WHAT'S GOING *ON* AROUND HERE, JEAN?

WHY ARE YOU HOLDING US ALL *BACK* TELEKINETICALLY?

I'M ONLY OBEYING THE PROFESSOR'S *ORDERS!* I --- *WAIT!!*

I JUST GOT A *TELEPATHIC COMMAND* FROM HIM --- TELLING ME TO BRING ALL OF YOU *TO* HIM... *AT ONCE!*

A *TELEPATHIC COMMAND?* THEN... WHY DIDN'T *WE* HEAR IT, *TOO?*

NO TIME TO EXPLAIN *NOW!* ARE YOU COMING WITH ME--OR *NOT?*

AFFIRMATIVE, LADY! BUT, WHEN THIS IS *OVER*, THERE HAD BEST BE A PARTICULARLY LUCID *EXPLANATION* FOR IT ALL!

THERE *WILL* BE... IF ANY OF *US SURVIVE!!*

AND, ONLY A SHORT TIME AFTERWARD, THE *FINAL ACT* OF THIS MOST FATE-FUL OF X-MEN DRAMAS SUDDENLY BEGINS... WITH AN EAR-SHATTERING *CHALLENGE*...AND A CRUMBLING *WALL*...

THIS IS THE PLACE I SEEK... THE PLACE TO WHICH THE STRANGE *VIBRATIONS* WITHIN MY BRAIN HAVE LED ME!

KUH-RAAK!

HERE I SHALL FIND THE MAN-MADE DEVICE WHICH CAN CREATE *EARTHQUAKES*...AND WHICH SHALL BE MY INSTRUMENT OF *VENGEANCE!*

THEN, WITH A HAND THAT CLOSES LIKE A *STEEL CLAMP*, THE GIGANTIC FIGURE GRASPS A SEATED *HUMAN FORM*...!

WHO *ARE* YOU..?

WHAT DO YOU *WANT* WITH ME?

I AM THE *SUB-HUMAN*-- HE WHO IS CALLED.. *GROTESK!*

AND, WHAT I DESIRE IS THAT ACCURSED *MACHINE!*

JUST AS YOUR KIND DESTROYED *MY* RACE WITH YOUR WEAPONS TESTS, SO SHALL I OBLITERATE YOUR ENTIRE *PLANET!*

SO, YOUR MOTIVE IS *REVENGE* ...JUST AS I HAD *SUSPECTED!*

THEN, THERE IS NO LONGER ANY NEED FOR THIS *DISGUISE!*

YOUR *FACE*... IT WAS NOTHING MORE THAN A SYNTHETIC *MASK!*

YES, GROTESK! I AM *PROFESSOR X*... LEADER OF THE COSTUMED ONES WHOM YOU *FOUGHT* BEFORE!

BAH! WHAT CARE I ABOUT *THEM* NOW...OR ABOUT *YOU*, AND YOUR FUTILE MASQUERADE?

I HAVE THE *MACHINE* NOW...AND THAT IS ALL THAT *MATTERS!*

HE'S EVEN *STRONGER.. FASTER*... THAN I HAD DARED IMAGINE!

MUST MANAGE TO FALL *LIGHTLY*...SO THAT I CAN ATTACK HIM ANEW WITH A *MENTAL BOLT!*

THUS, AS THE INVADER FROM THE CAVERNOUS DEPTHS DISDAINFULLY TURNS HIS *BACK*...

JUST AS I *FEARED!*

SOME UNCANNY *INSTINCT* SEEMS TO BE GUIDING HIM TO THE *CONTROL PANEL!*

EARTH'S FATE HANGS IN THE *BALANCE!*

AT *LAST!* WITH A PULL OF THAT LEVER, I CAN FINALLY FIND *DEATH*... AND *PEACE!*

AND, I SHALL DIE *CONTENT*... KNOWING THAT ALL *MANKIND* SHALL PERISH WITH ME!

HE'S *RIGHT!* MY MENTAL PROBING EARLIER PROVED THAT THE OSCILLOTRON *COULD* TRULY TEAR THE EARTH APART!

I GAINED ENTRANCE HERE DISGUISED AS ITS *INVENTOR*... THEN MENTALLY *CALLED* GROTESK HERE!

I HOPED TO HANDLE HIM *ALONE*-- WITHOUT ENDANGERING THE *X-MEN*-- BUT I *FAILED!*

MUST PREVENT GROTESK... FROM PULLING THAT *SWITCH!*

THE NEXT INSTANT, WITH THE MATCHLESS SPEED OF PURE *THOUGHT*... PROFESSOR X *STRIKES!!*

=UNNHHH!=

SOMETHING... *GRIPS* ME... LIKE A HAND OF STRONGEST *METAL!*

THE *VOICE* INSIDE MY BRAIN! IT BIDS ME *TURN AWAY* FROM THE MACHINE...!

THEN, IT WAS THE PUNY *HUMAN* BEFORE ME... WHO CALLED ME HERE... LURED ME INTO A *TRAP!*

BUT, IT IS EVER THE *SURFACE-DWELLERS* WHO ARE THE HUNTED... AND *GROTESK* MUST BE THE *HUNTER!*

I SHALL... I MUST *CONQUER*... THAT I MAY *DESTROY!!*

HIS MUTATED BRAIN IS ERECTING A *BARRIER* AGAINST MY MENTAL BOLTS!

YET, IF I FAIL *NOW*... THE EARTH IS *LOST!*

MUST CONCENTRATE ... *HARDER*...

..HARDER..

..HARDER..!!

BUT, AT THE FATEFUL, CRUCIAL *SECOND*...

IT IS... *DONE!*

THIKK!

INSTANTANEOUSLY, AMIDST A DIZZYING *KALEIDOSCOPE* OF COLOR...THE OSCILLO-TRON HUMS INTO VIBRANT, MENACING *LIFE*...

WHIRRIRRRIRRK

NOW...LET THE CREATURES OF THE OUTER WORLD DO WHAT THEY *WILL!*

THEY ARE *DOOMED!!*

THEN, EVEN AS GROTESK RANTS, DEADLY *VIBRATIONS* BEGIN TO RADIATE DOWN... DOWN TO THE EARTH'S VERY *CORE*...

WHEN, SUDDENLY...

ANOTHER OF THE *MASKED ONES..!*

ANGEL! YOU'VE ARRIVED JUST IN *TIME!*

YOU MUST MANAGE TO TURN OFF THAT *DEVICE*... *SOMEHOW!*

I'LL *TRY*, PROFESSOR... BUT IT'S NOT GONNA BE *EASY!*

STAY *BACK*, HUMAN!

NO ONE SHALL GET PAST *GROTESK!*

MAYBE *NOT*, PAL...BUT, YOU CAN'T BLAME AN EVER-LOVIN' MUTANT FOR *TRYING!*

LET'S SEE IF A DOSE OF *THESE* HELPS MY CASE!

LIGHT! BLINDING... SEARING *LIGHT!*

IT IS... *PAINFUL!* TAKE IT *AWAY...!*

I THOUGHT THESE *SOLAR ORBS*...WHICH THE PROF USES TO STORE THE SUN'S ENERGY FOR HIS EXPERIMENTS...MIGHT COME IN *HANDY!*

GROTESK IS A SUBTERRANEAN CREATURE OF *DARK-NESS*... AND THESE THINGS SHOULD MOMENTARILY *BLIND* HIM!

ADMIRABLY HANDLED, LAD!

STILL, THAT WON'T GET US TO THAT *SWITCH*... UNLESS I CAN WEAKEN HIM WITH A TIMELY FLOURISH OF *FISTICUFFS!*

BOK!

FOOLS! ...TO THINK YOU CAN DEFEAT *GROTESK!*

LOOK OUT, HANK! HE'S... =OOOFF!=

IT WOULD APPEAR THAT MY *SUNDAY PUNCH* WAS SOMEWHAT LESS THAN *EFFICACIOUS!*

ALREADY, THIS VERY STRUCTURE BEGINS TO *TREMBLE*... AS THE HUMANS' DEVICE BUILDS IN *POWER!*

ANOTHER *SMOKE PELLET* FROM MY CHESTPLATE WILL OBSCURE MY ACTIONS LONG ENOUGH TO... *WAIT!*

THAT *SOUND*... BEHIND ME..!

BLAST THE LUCK! I WAS HOPING TO SNEAK *PAST* HIM... TO GET TO THAT *CONTROL LEVER!*

BUT, AT LEAST I SUCCEEDED IN KNOCKING THAT *DISK* OUT OF HIS HAND BEFORE HE COULD *HURL* IT!

=AAARRHHH!=

MEANWHILE, ON THE OTHER SIDE OF THE QUAKING CHAMBER, *MARVEL GIRL* RUSHES TO THE SIDE OF THE FALLEN *PROFESSOR X*...

SIR... ARE YOU.. *ALL RIGHT?*

THAT'S NOT *IMPORTANT* NOW! *LOOK!*

GROTESK HAS STRAYED FROM THE *OSCILLOTRON* ...PURSUING *SCOTT!*

YOU'VE GOT TO *TURN OFF* THE MACHINE! *HURRY..!*

IT'S... *NO USE*, PROFESSOR!

GROTESK MUST HAVE SOMEHOW *JAMMED* THE LEVER... SO THAT IT WON'T *MOVE!*

EVEN MY *TELEKINETIC POWERS* CAN'T BUDGE IT!

RRUMMBLL

AND, WITH EACH PASSING SECOND, THE DEADLY VIBRATIONS GROW *STRONGER*... EVER *STRONGER..!!*

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AS, AT THAT SELFSAME MOMENT...

THAP!

COULDN'T STOP HIM FROM GRABBING TWO OTHER STUDS FROM HIS ARMOR!

AND, THEY SOMEHOW ABSORB MY OPTIC BLASTS ...HURLING THEM BACK AT ME!

ANOTHER ONE...BLANKETING ME IN LAYERS OF ICE! DO YOU NOT REALIZE YOU ARE DEFEATED?

JUST CALL ME A COCK-EYED OPTIMIST, UGLY!

IN OUR BOOK, A MAN IS NEVER DEFEATED... NOT AS LONG AS HE KEEPS FIGHTING!

VERY NOBLE, DWELLER OF THE OUTER WORLD!

BUT, LET US SEE IF YOUR NOBILITY CAN WITHSTAND THE REFLECTED POWER OF YOUR OWN ALLY'S EYE-BEAMS!

MMMFF!

ONLY A FEW MORE SECONDS... AND VICTORY SHALL BE MINE!

BUT, TWO UNDAUNTED X-MEN DON'T INTEND TO GRANT THOSE FATAL SECONDS...

THE OSCILLOTRON IS APPROACHING MAXIMUM INTENSITY!

IF WE'RE EVER GOING TO STOP IT...IT MUST BE WITHIN SECONDS!

I'M READY TO FOLLOW YOUR LEAD, PROFESSOR XAVIER!

NOW!! BOMBARD THE MACHINE MENTALLY... WITH ALL THE INTENSE CONCENTRATION YOU CAN MUSTER, JEAN!

AND, DON'T STOP... NOT FOR ANY-THING!!

I..I WON'T, SIR!

FOR LONG, TENSE, ANXIOUS INSTANTS, THE TWO PSYCHIC-ALLY-POWERED MUTANTS STAND MOTIONLESS... SEEMINGLY FROZEN... IN THE QUAKING CHAMBER...

UNTIL...

IT SEEMS TO BE...SLOWING DOWN! WE'RE WINNING, PROFESSOR!

WHIIRRR

BUT NOT FAST ENOUGH, JEAN... NOT FAST ENOUGH TO STOP A VIOLENT EARTHQUAKE FROM DESTROYING AT LEAST THE EASTERN SEABOARD!

STAY BACK! I'M MOVING IN... CLOSER!!

THEN, ADVANCING SLOWLY ON THE *MECHANIZED LEGS* HE HAS DEVISED, PROFESSOR X FOCUSES HIS FULL *MENTAL ENERGY*...

I MUST *SUCCEED!* I *MUST!!*

OR ELSE, WITHIN SECONDS, THE MACHINE WILL REACH THE *CRITICAL POINT!*

IT'S *WORKING*, PROFESSOR!

THE EARTH TREMOR IS *LESSENING* IN FORCE!

YES.. BUT NOT... *FAST* ENOUGH! MUST CONCENTRATE HARDER... *HARDER*...

THE NEXT FEW *MOMENTS* WILL BE DECISIVE!

WHIRRRRRR

YET, IN THOSE SELFSAME MOMENTS, ONLY A FEW FATEFUL FEET *AWAY*...

HAH! THE WINGED ONE FLEW *TOO CLOSE!*

=*UNNHH!*= RAYS... LIKE SOLID THINGS... *SHOCKING* ME!!

ZAP!

BRAK

CYKE! HE STUNNED WARREN!

THERE'S NO WAY WE CAN GET *THRU* THAT BARRAGE, HANK!

WE'RE BEING KEPT AT *BAY*... BY THE POWER OF MY OWN REFLECTED *OPTIC BLASTS!*

BUT... *HOLD!* THE MACHINE'S VIBRATIONS ARE *DIMINISHING!*

IT MUST BE THE WORK OF THE ACCURSED ONE THEY CALL... THE *PROFESSOR!!*

NO!! THAT MUST NOT *BE!* MY VENGEANCE WILL NOT BE *DENIED*... THOUGH IT COST ME MY VERY *LIFE!*

MUST *STOP* HIM... AFTER I DISPOSE OF HIS REMAINING COSTUMED *ALLIES!*

WHOOOOOSHH

HE'S WHIRLING THE *ANGEL* ABOVE HIS HEAD... LIKE A SPINNING *TOP!*

LOOK OUT! HE'S GOING TO *LET GO...!*

AT THAT VELOCITY, WARREN COULD HARDLY *SURVIVE!*

SINCE YOU SEEM TO *WORRY* SO ABOUT YOUR WINGED COMRADE---YOU MAY *HAVE* HIM!

A PITY THAT SHALL BE THE *LAST* WISH YOU SHALL EVER MAKE!

=UNNHH!=

GOT TO USE MY EYE-BEAMS JUST *RIGHT*...TO SLOW WARREN DOWN WITHOUT *HURTING* HIM!

ZAK!

A COMMENDABLE PERFORMANCE, SCOTTY! I'LL HELP YOU *LOWER* HIM!

THEN, WE MUST HASTEN TO *REGROUP*... BEFORE IT'S *TOO LATE!!*

BUT, IT MAY *ALREADY* BE TOO LATE, FOR...

AWAY, HUMAN WORM! *NO ONE* SHALL STOP MY FATAL PLAN! *NO ONE!!*

NO... *STOP!!*

THERE'S NO NEED FOR YOU TO WANT TO SEE THE EARTH *DESTROYED!* NO *REASON*..!

THEN, AS THE PROFESSOR FALLS ALMOST UNCONSCIOUS BENEATH A *BLOW* FROM THE SUB-HUMAN MONSTER...

NO REASON?? WHEN MY ONCE-PROUD *RACE* WAS DESTROYED---BY YOU OF THE *SURFACE?*

I MUST AND SHALL HAVE *REVENGE*.. THOUGH I MYSELF *PERISH* IN THE HOLO-CAUST!

RRIIP!

THE MACHINE MUST GENERATE *MORE POWER*.. *MORE POWER!*

THE EARTH... AND ALL ITS TEEMING MILLIONS... MUST *DIE!!*

I'LL FIND SOME WAY TO *INCREASE* THE MACHINE'S POWER! I'LL--

ZZZZZZZZ

THE NEXT INSTANT...

KOOM

THE *DEVICE*... IT'S..*EXPLODING!!*

IT CAN'T *END* THIS WAY! MUST HAVE *REVENGE*... *REVEN*...=AAARHH!=

THE SEARING BLAZE OF LIGHT LASTS BUT A FLEETING *MOMENT!* THEN ...

GROTESK...IS *FINISHED!* THE EXPLOSION *KILLED* HIM!

BUT, LOOK *THERE*...AT THE *PRO-FESSOR!*

NO... *NO!* HE... HE *CAN'T* BE...

EASY, GIRL! HE'S *ALIVE*...BUT JUST *BARELY!*

THEN, HE'LL BE *ALL RIGHT!* HE'S *GOT* TO BE!

NO, JEAN...

I WAS *TOO CLOSE* TO THE EXPLOSION...TO HOPE TO *SURVIVE!*

BUT, THERE ARE THINGS THAT MUST BE *TOLD*...BEFORE...

DON'T *SAY* IT, PRO-FESSOR! YOU'RE GONNA BE *OKAY..!*

QUIET, WARREN! LET ME *SPEAK!* THAT'S... AN *ORDER..*

...MY *LAST* ORDER!

THUS, WITH TEARFUL WORDS UNSPOKEN ON THEIR LIPS, THE X-MEN LISTEN TO THE VOICE OF HIM WHO HAS BEEN THEIR *LEADER*... AND FAR, FAR *MORE* THAN THEIR LEADER...

THE SUB-HUMAN CALLED *GROTESK*... WAS THE LAST OF HIS RACE... SWORN TO PERISH ON A DESECRATED *EARTH!*

RADIATION... FROM UNDERGROUND ATOMIC TESTS...MUST HAVE *DESTROYED* HIS WHOLE RACE... DEFORMED HIS BODY...AND HIS *MIND!*

I *SENSED* THIS... AND HOPED TO STOP HIM *MYSELF*... BEFORE MY *TIME* WAS UP!

BEFORE YOUR--? THEN, THAT'S WHY YOU HAD JEAN HOLD US *BACK*... WHY YOU'D BEEN *DRIVING* US SO HARD THESE PAST DAYS!

IT'S THE ONLY *EXPLANATION!* YOU KNEW THAT---YOU WERE *DYING!*

YES, SCOTT... OF AN ILLNESS EVEN *I* COULD NOT CURE!

BUT, WE *STOPPED* GROTESK! HE *DIDN'T* DESTROY THE EARTH!

WE... *WON!* WE--

PROFESSOR! *PROFESSOR* XAVIER..!

SUDDENLY, HE'S SO *STILL*... SO *UNMOVING..!*

WARREN... IS HE--??

HE'S... GONE!

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THERE IS A TIME FOR *WORDS*...A TIME WHEN THEY CAN LIFT MEN'S *SPIRITS*...OR CHANGE THE SHAPE OF HISTORY YET *UNWRITTEN!* A TIME WHEN THEY CAN *EXPLAIN AWAY*... AND A TIME WHEN THEY CAN OFFER THE BALM OF *SOLACE* TO THE *ACHING HEART*...

BUT, AS THE SHOCKED AND SADDENED X-MEN WATCH THE TEARFUL ANGEL LIFT THE LIMP FORM OF *CHARLES XAVIER* FROM AMIDST STILL-SMOKING DEBRIS, IT IS A TIME FOR NAUGHT---SAVE *SILENCE...!*

NEXT:
AND NOW... MAGNETO!

THE ORIGINS OF THE UNCANNY X-MEN!™

"THE END... OR THE BEGINNING?"

TO TELL THE TRUTH, WE CAN THINK OF NO BETTER WAY TO *BEGIN* OUR SENSES-SHATTERING CHAPTER, THAN TO QUOTE THE VERY WORDS OF THE EVIL MUTANT NAMED *JACK WINTERS* FROM THE FINAL PANELS OF LAST ISH'S THRILLER! **TO WIT:**

FROM NOW ON, *NOTHIN'* AND *NOBODY* IS GONNA STAND IN THE WAY OF...

..THE *LIVING DIAMOND!*

STAN LEE
FONDLY FEATURES THE FAR-OUT FINALE OF A
ROY THOMAS-WERNER ROTH
FOUR-PART FANTASY! (WHEW!)

INKED BY: *HERB TRIMPE*

LETTERED BY: *AL KURZROK*

CONCLUDING:
THE UNTOLD *ORIGIN* OF THE X-MAN CALLED...
CYCLOPS!
(AS IF YOU DIDN'T KNOW!)

I STILL FEEL A LITTLE... *STRANGE*...KINDA *WOOZY!*

MUST BE SOME NUTTY *AFTER-EFFECT* OF BEIN' DOUSED BY THE RAYS OF THAT *CYCLOTRON!*

BUT, IT'LL SOON *PASS*, AND THEN --*HOLD IT!*

SOMEBODY'S *COMIN'!* THAT *EGGHEAD* WHO BUTTED IN... BUT, I *KILLED* HIM!!

ANYTHING I COULD *REPLY* TO THAT, WINTERS, HAS BEEN APTLY STATED BY *MARK TWAIN!*

YET, I HAVEN'T COME HERE TO *HARM* YOU-- BUT TO *HELP* YOU!

YOU CAN'T DO ANYTHIN' *TO* OR *FOR* ME, BALDIE-- AND YOU *KNOW* IT!

THAT MAN-- *PROFESSOR X*, HE CALLED HIMSELF --TOLD ME TO STAY OUT OF *SIGHT!*

BUT, HE CAN'T POSSIBLY REALIZE HOW *STRONG* THE LIVING DIAMOND IS--OR HOW *POWER-MAD!*

I'LL SMASH YOU--AND END YOUR MEDDLING FOR GOOD!

WH--WHAT'S WRONG WITH ME? MY ARM--! I CAN ONLY RAISE IT...VERY SLOWLY!

WELL, IT'LL STILL COME DOWN FAST ENOUGH...TO FINISH YOU OFF!

MY MENTAL BOLTS --THEY CAN NO LONGER PENETRATE TO HIS BRAIN!

HE'S BECOME IMMUNE TO MY PSYCHIC BLASTS --AND I HAVE NO PHYSICAL DEFENSE AGAINST HIS DIAMOND-HARD FISTS!

BUT, CHARLES XAVIER DOES INDEED HAVE A DEFENSE--IN THE FORM OF THE YOUNG RUNAWAY NAMED SCOTT SUMMERS! FOR, AT THAT INSTANT--

MUST ACT --NOW!!

:UNNHH!:

IT'S THE KID'S FORCE BEAM-- PUSHIN' ME BACK!

BRAK!

GOOD WORK, SCOTT!

KEEP IT UP FOR SEVERAL SECONDS! DON'T LET HIM REGAIN HIS BALANCE!

THEN, WITHOUT WARNING, THE OPTIC BARRAGE UNEXPECTEDLY CEASES--!

MY EYE-BLASTS...SOMETHING'S HAPPENED TO THEM!

SHOULD I TACKLE HIM MYSELF, PROFESSOR?

NO, SCOTT! YOU'RE NO MATCH FOR HIM--EVEN NOW!

LET HIM CRAWL AWAY TO RECOVER!

WHEEL ME INSIDE THAT BUILDING! WHAT I NEED IS INSIDE! I CAN SENSE IT!

QUICKLY, THE OLDER MUTANT'S MENTAL POWERS UNDO THE INTRICATE LOCK WHICH SAFEGUARDS THE SECRETS OF THIS NUCLEAR COMPLEX! AND SOON, INSIDE...

THIS STEEL DOOR OUGHT TO KEEP THE LIVING DIAMOND OUT--FOR A WHILE!

BUT--WHAT IS THIS PLACE, PROFESSOR? HAVE YOU BEEN HERE BEFORE?

HARDLY, LAD! FOR YEARS, I'VE LIVED THE LIFE OF A RECLUSE--SEEING VIRTUALLY NO ONE!

BUT NOW, I KNOW THAT I WAS MERELY AVOIDING MY RESPONSIBILITY --THE DUTY OF ALL WHO HAVE IT WITHIN THEIR POWER TO AID MANKIND!

AS FOR THE MACHINE YOU SEE OVER-HEAD...IT IS SOME SORT OF ULTRA-SONIC VIBRATION-INDUCER-- WHICH I MENTALLY PROBED EARLIER!

AND, IT MAY WELL BE BOTH OUR ONLY HOPE...AND THAT OF THE LIVING DIAMOND!

HIS ONLY HOPE? WHAT DO YOU MEAN, SIR?
NO TIME TO EXPLAIN, SON! JUST TRUST ME!
HMMM...THAT MACHINE WAS OBVIOUSLY BROUGHT HERE TO TEST THE REACTION OF RADIO-ACTIVE ISOTOPES UNDER STRESS! STILL, I WONDER..!?
PROFESSOR XAVIER-- LISTEN!

IT'S THE LIVING DIAMOND! HE'S BROKEN THRU THE DOOR!
DID YOU TWO CLOWNS... REALLY THINK...YOU COULD KEEP ME OUT?
RRRIP!
I'M MOVIN' SLOWER...THAN EVER! BUT...YOU'RE TRAPPED IN HERE...WITH NO-WHERE TO RUN!

HE'S RIGHT, SIR! WE'VE NO WAY OUT-- EXCEPT PAST HIM!
NO! YOU COULD ONLY DELAY HIM-- NOT STOP HIM!
BUT, MY EYES FEEL RESTED NOW! SHOULD I TRY BLASTING HIM AGAIN?
HEAR ME, JACK WINTERS! YOU'VE GOT TO STOP FIGHTING US--FOR YOUR OWN SAKE!
FOR MY SAKE? THAT'S A LAUGH!
SURE I'LL STOP...WHEN YOU TWO... ARE STONE COLD DEAD!

SUDDENLY, OBEYING A SHARP MENTAL COMMAND FROM HIS NEWFOUND ALLY, SCOTT SUMMERS RUSHES UP THE NEARBY LADDER TO THE COMPLEX VIBRATION-INDUCER...
I'M NOT QUITE CERTAIN WHAT THE PROFESSOR EXPECTS--BUT I'LL FOLLOW HIS ORDERS TO THE LETTER!
STRANGE... HOW HIS TELEPATHIC THOUGHTS ENABLE ME TO OPER-ATE THIS MACHINE LIKE AN EXPERT--AS IF HE'S MEN-TALLY ANALYZED ITS EVERY CIRCUIT!
IF ONLY HIS PLAN-- WHATEVER IT MAY BE--WORKS!

WHILE, BELOW...
DON'T THINK... THAT TURNIN' YOUR BACK... IS GONNA SAVE YOU!
I WAS NEVER ONE... FOR FIGHTIN' BY THE RULEBOOK!
SCOTT! THE MOMENT IS HERE! TURN ON THE VIBRATION DEVICE--AT ONCE!

IT'S ON, SIR! AND, IF YOUR HUNCH WAS WRONG...WE'RE BOTH DOOMED!
THE MACHINE IS HUMMING --THOUGH BARELY AUDIBLY!
BUT WAIT --LOOK AT THE LIVING DIAMOND--
--AND WHAT IT'S DOING TO HIM--!
MMMMMMMMM

FOR, STARTLINGLY...

MY ARMS... THEY'VE GONE STIFFER THAN EVER!

CAN HARDLY ...MOVE 'EM! GOTTA TRY HARDER... HARDER!

NO, WINTERS --DON'T!!

MMMMMMMMM

YOU'VE GOT TO SURRENDER-- GO LIMP--IF YOU WANT TO SURVIVE!

ONLY THEN CAN I HOPE TO FREE YOU FROM YOUR DIAMOND-LIKE STATE! SURRENDER!

GIVE UP BEIN'...THE LIVING DIAMOND? GO BACK...TO BEIN' JUST...A FLUNKY? A NOBODY?

I'LL NEVER DO THAT! I'LL SMASH YOU FIRST --I'LL...!

MMMMMMMMM

THEN, THE NEXT FATEFUL, SHATTERING SECOND--

KUH-BOOM

TOO LATE! CAN'T HELP HIM NOW!

MUST GET OUT OF THE WAY--! :UNNHH!:

MOMENTS LATER, AS THE TWO STUNNED FIGURES RECOVER FROM THE SMALL, CONTAINED EXPLOSION...

HE'S GONE-- BLASTED INTO ATOMS BEFORE OUR VERY EYES!

YES, SCOTT SUMMERS--DESTROYED BY THE SAME GREED WHICH FIRST LED HIM TO BECOME A MUTANT!

I TRIED TO SAVE HIM--BY CAPTURING HIM SO I COULD STUDY HIS RADIOACTIVE DISEASE!

BUT, HE WOULDN'T LISTEN ...AND BECAME HIS OWN FIRST AND LAST VICTIM!

MAYBE IT WAS WINTERS' OWN STRUGGLING AGAINST THE NUMBING VIBRATIONS THAT FINALLY TORE HIM APART--

STILL I OPERATED THE MACHINE...SO THAT MAKES ME --A MURDERER!

DON'T BLAME YOURSELF, SCOTT! WE ACTED ONLY IN SELF-DEFENSE --AGAINST ONE WHO WOULD HAVE DESTROYED US!

AND, IF WE HAD NOT BEEN HERE --JACK WINTERS WOULD HAVE DIED EVEN MORE SURELY!

PERHAPS--YOU'RE RIGHT! YET--

THEN, THE YOUNG MUTANT SUDDENLY RECALLS HIS OWN DESPERATE PERSONAL PLIGHT...

I'M STILL ALONE... MORE NOW THAN EVER!

JACK WINTERS...THE MAN I THOUGHT WAS MY FRIEND --TRIED TO KILL US BOTH!

YOU'RE NOT ALONE, LAD--NOT IF YOU'LL COME WITH ME!

WE MUST HURRY, BEFORE THE GUARDS OUTSIDE AWAKEN!

YES--I'LL COME! I HAVE NO ONE ELSE TO TURN TO--NO ONE BUT YOU!

BUT, NOBODY CAN HELP ME NOW! NOBODY!

SOME TIME AFTERWARD, AS A SLEEK ROLLS-ROYCE PULLS UP BEFORE A CERTAIN COUNTRY MANSION IN WESTCHESTER COUNTY...

PROFESSOR--WE'VE DRIVEN ALL THIS WAY ...IN SILENCE!

CAN'T YOU TELL ME WHO YOU ARE--AND WHY YOU'VE BROUGHT ME HERE?

YES, SCOTT--NOW THAT I'VE HAD THE ENTIRE DRIVE TO FORMULATE MY THOUGHTS!

I HAVE A CHALLENGE TO MAKE TO YOU --AS SOON AS WE'RE INSIDE!

THUS, A FEW MOMENTS LATER...

...THEN, YOU INTEND TO FORM A GROUP OF MUTANTS--EACH WITH SOME EXTRAORDINARY POWER--

--AND YOU WANT ME TO BE THE FIRST MEMBER?

PRECISELY! YOU WILL BE THE NUCLEUS --AROUND WHICH I SHALL BUILD THE GROUP!

WELL--WHAT DO YOU SAY? ARE YOU WITH ME, LAD?

YOU KNOW IT... SIR!

IN SHORT ORDER, A PREVIOUSLY-DESIGNED COSTUMED IS MODIFIED FOR THE UNIQUE TEENAGER...

I SHALL HAVE TO REMAIN IN THE BACK-GROUND--BUT NOT YOU!

WHATEVER YOU SAY, PROFESSOR!

THEREFORE, THIS DISGUISE WILL HIDE YOUR TRUE IDENTITY!

I JUST HOPE THIS VISOR WORKS THE WAY YOU CLAIM IT WILL!

WE SHALL SOON SEE, SCOTT! FIRST, TURN THE STUDS OF THE VISOR BACKWARD!

THAT LOWERS A SHIELD OF TRANSPARENT RUBY QUARTZ IN FRONT OF YOUR EYES!

NOW, WITH YOUR EYES STILL TIGHTLY CLOSED--TURN THE STUDS FORWARD!

THEN, ON THE COUNT OF THREE, YOU WILL OPEN YOUR EYES!

ONE... TWO...

...THREE!

MY OPTIC BLASTS--THEY'RE WORKING AGAIN!

OF COURSE! NOW YOU ARE READY TO BECOME THE FIRST OF MY EXTRA-POWERED MUTANT ALLIES...THEY WHO SHALL BE KNOWN AS ...THE X-MEN!!

AND, BECAUSE YOUR EYE-BEAMS SEEM TO EMANATE FROM ONE GIGANTIC ORB, I SHALL CALL YOU--

CYCLOPS!

I HOPE AND PRAY I'LL NEVER LET YOU--OR MY FELLOW MUTANTS--DOWN, SIR!

BUT, A BRIEF TIME LATER, IT IS A FAR DIFFERENT, MORE RESTIVE SCOTT SUMMERS WE FIND ON THE GROUNDS OF THE MANSION...

I BELIEVE IN PROFESSOR XAVIER'S GOAL--TO SEEK AN END TO THE DISTRUST BETWEEN MUTANTS AND HOMO SAPIENS!

STILL, PERHAPS ONE DAY I'LL LOSE THE SUPER-POWER WHICH MAKES ME A MENACE TO ALL WHO COME NEAR ME!

AND, I HOPE AND PRAY THAT DAY WILL COME... SOON!

NEXT ISH:
IN ANSWER TO ABOUT A ZILLION LETTERS--
"THE SECRET OF CYCLOPS' OPTIC BLASTS!"